

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

WHEREAS, UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, whose address is 1400 Douglas Street, Mail Stop 1690, Omaha, Nebraska ("Lessor") executed that certain Memorandum of Oil and Gas Lease dated the 2nd day of March, 2007, unto CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP, an Oklahoma Limited Partnership, which is recorded at Instrument # D207105683 of the Official Records of Tarrant County, Texas, covering lands more specifically amended herein in Exhibit "A" (the "Lease"); and,

All right, title, and interest in the Lease is now owned by Chesapeake Exploration, L.L.C.

WHEREAS, Lessor and Lessee now desire to amend the Exhibit "A" of the Lease as hereinafter set forth.

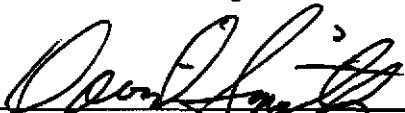
NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend and correct the legal description of the Lease to include the revised Exhibit "A" herein attached.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 2nd day of March, 2007, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

LESSOR:



Union Pacific Railroad Company, Farmers National Company, Agent
David Smith, Vice President

ACKNOWLEDGEMENT

THE STATE OF OKLAHOMA

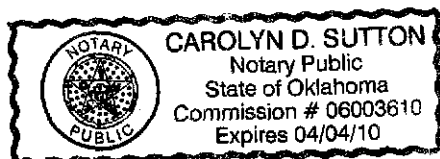
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COUNTY OF

Creek

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This instrument was acknowledged before me on this the 4 day of June, 2008, by David Smith, Vice President.




Notary Public, State of ~~Texas~~ Oklahoma

Lessee:

Chesapeake Exploration, L.L.C.,
An Oklahoma Limited Liability Company

By:

Henry J. Hood, Sr. Vice President - Land and Legal & General Counsel

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ACKNOWLEDGMENT

STATE OF OKLAHOMA

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COUNTY OF OKLAHOMA

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Before me, the undersigned, a Notary Public in and for said County and State, on this 9TH day of June, 2008, personally appeared Henry J. Hood, Senior Vice President - Land and Legal & General Counsel of **Chesapeake Exploration L.L.C.**, an Oklahoma Limited Liability Company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.


Notary Public

My Commission Expires: _____

My Commission Number: _____



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EXHIBIT "A"

Centennial Station Description:

388.27 acres of land, more or less, being situated in the Felix G Beasley Survey, A-135, the Samuel G. Inman Survey, A-824, the C. G. Davenport Survey, A-410, the Wm. D. Conner Survey, A-301, the Anthony B. Conner Survey, A-305, the William D. Connor Survey, A-288, the Thomas White Survey, A-1636, the A. Voch Survey, A-1585, and the E. S. Harris Survey, A-688, Tarrant County, Texas, which tracts were more particularly described in the following instruments:

That certain Deed from The Commerce Trust Company to Texas Pacific Railway Company, dated May 5, 1925 and Recorded at Volume 875, Page 96, Deed Records, Tarrant County, Texas, and being further described in that particular Deed as portions of Tracts 1, 1-A, 5, 6, 24-A through 24-Z, 25, 26, 27, 30, 33-A, 33-B, 33-C, 33-D, 34*, 35, 36A, 36-B, 36-C, 36-D, 36-E, 39, 42, 43, 44, 45-A, 45-B, 46, 47, 50-A, 50-B and 50-C.

12.54 acres, more or less, out of the F. G. Beasley Survey, A-135, Tarrant County, Texas, and being described in that certain Warranty Deed dated June 26, 1953 from Willymae Edwards, a widow, individually and as Trustee of the Estate of Crawford O. Edwards, Caswell O. Edwards, Eva Colleen Geren and Preston M. Green, Jr., to The Texas and Pacific Company, recorded at Volume 2584, Page 238, Deed Records, Tarrant County, Texas.

14.767 acres, more or less, out of the S. G. Inman Survey, A-824, Tarrant County, Texas, and being described in that certain Right of Way Deed dated January 1, 1879 from Lemuel J. Edwards to Texas and Pacific Railway Company, recorded at Book K, Page 589, Deed Records, Tarrant County, Texas.

10.24 acres, more or less, out of the S. G. Inman Survey, A-824, Tarrant County, Texas, and being described in that certain deed dated February 15, 1927 from the City of Fort Worth to Texas and Pacific Railway Company, recorded at Volume 963, Page 273, Deed Records, Tarrant County, Texas.

13.21 acres, more or less, out of the S. G. Inman Survey, A-824, Tarrant County, Texas, and being described in that certain deed dated April 30, 1968 from Tarrant County Water Control and Improvement District Number One to The Texas and Pacific Railway Company, recorded at Volume 4558, Page 276, Deed Records, Tarrant County, Texas.

8.39 acres, more or less, out of the W. D. Conner Survey, A-288, Tarrant County, Texas, and the A. B. Conner Survey, A-305, Tarrant County, Texas, and being more particularly described in that certain Warranty Deed dated June 29, 1926 from The Federal Telegraph Company to The Texas and Pacific Railway Company, recorded at Volume 933, Page 543, Deed Records, Tarrant County, Texas.

1.89 acres, more or less, out of the W. D. Conner Survey, A-288, Tarrant County, Texas, and being more particularly described in that certain Warranty Deed dated July 13, 1926 from Axtell Company to The Texas and Pacific Railway Company, recorded at Volume 923, Page 617, Deed Records, Tarrant County, Texas.

11.00 acres, more or less, out of the W. D. Connor Survey, A-288, Tarrant County Texas, and being more particularly described in that certain Warranty Deed dated April 27, 1908 from P. A. Grogan to J. B. Royalty, recorded at Volume 268, Page 186, Deed Records, Tarrant County, Texas, also being various lots and blocks out of the Factory Park Addition, as shown by plat thereof recorded at Volume 310, Page 7, Plat Records, Tarrant County, Texas, as described as Tract 26, Tract 27 and Tract 30, in that certain Warranty Deed dated May 5, 1925 from The Texas Commerce Trust Company to The Texas and Pacific Railway Company, recorded at Volume 875, Page 96, Deed Records, Tarrant County, Texas.

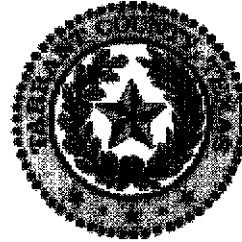
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Quit-Claim Deed dated March 1, 1927, Mary A. Swift, for myself and as executrix of the Estate of Edward Swift, deceased, Hunt County, Texas, conveys to The Texas and Pacific Railway Company all right, title and interest to Lots 1 and 2, in Block 1 of the Factory Park Addition to the City of Ft. worth, in Tarrant County, Texas, a part of the W. D. Connor Survey, recorded at Volume 963, Page 268.

Warranty Deed dated September 20, 1926, C. H. Powell and Martha E. Powell, conveys to The Texas and Pacific Railway Company all right, title and interest to Lots 7 and 8, in Block 3 of the Factory Park Addition to the City of Ft. worth, in Tarrant County, Texas, recorded at Volume 943, Page 19.

Warranty Deed dated November __, 1925, Clara Harris and husband, J. H. Harris, conveys to The Texas and Pacific Railway Company, a Corporation, all right, title and interest to Lots 1 and 2, in Block 4 of the Factory Park Addition to the City of Ft. worth, in Tarrant County, Texas, recorded at Volume 898, Page 498.

In addition to the above-described leased premises, this lease also covers accretions and any small strips or parcels of land now or hereafter owned by Lessor which are contiguous or adjacent to the above-described leased premises, and, in consideration of the aforementioned cash bonus, Lessor agrees to execute at Lessee's request any additional or supplemental instruments for a more complete or accurate description of the land so covered.



SARAH PRUITT
CHESAPEAKE ENERGY CORP
P O BOX 18496
OKLAHOMA CITY OK 73154
Submitter: TERRY HARRIS

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 06/12/2008 04:13 PM
Instrument#: D208225546
OPR 5 PGS \$28.00

By: _____



D208225546

**ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.**

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